

RECORDATION NO 27252-R FILED

MAY 09 '08

5-10PM

SURFACE TRANSPORTATION BOARD

## FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Tel 847.318.7575  
Fax 847.318.7588  
www.firstunionrail.com

Ms. Anne K. Quinlan  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20024  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated May 1, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 27252.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Canadian National Railway  
935 de la Gauchetiere St. West  
Montreal, Quebec H3B 2M9  
Canada

A description of the railroad equipment covered by the enclosed document is one hundred twenty one (121) gondola cars, with NOKL marks (see Exhibit A for car numbers).

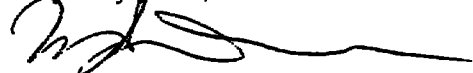
A short summary of the document to appear in the index follows.

Memorandum of Lease

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Very truly yours,



Marcia Dunne  
Rail Sr. Documentation Specialist

Enclosures

(CN134)



May 7, 2008

MAY 09 '08

5:10 PM

ASSGN. NO. CN134

MEMORANDUM OF LEASE – RIDER NO. 19

SURFACE TRANSPORTATION BOARD

**THIS MEMORANDUM OF LEASE** (the "Memorandum of Lease") is made and entered into as of May 1, 2007 by and between the Montreal branch of First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Canadian National Railway Company ("Lessee"), a Canadian corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement dated as of January 1, 2004 (the "Lease") and Rider No. 19 thereto dated as of May 1, 2007 (the "Rider"), whereby Lessor has agreed to lease to Lessee certain railcars as more particularly described in on Exhibit A attached hereto and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider which are incorporated herein by reference.

**IN WITNESS WHEREOF**, the parties hereto have each caused this Memorandum of Lease to be duly executed by their respective officers duly authorized as of the date and year first above written (and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

**LESSOR:**

FIRST UNION RAIL CORPORATION

Name: Susan A. Barrie

Title: Regional Vice President, Sales

Signature: 

**LESSEE:**

CANADIAN NATIONAL RAILWAY COMPANY

Name: John A.N. Lamont

Title: Sr. Manager, Asset Finance

Signature: 

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: One hundred twenty one (121).

DESCRIPTION OF CARS: Gondola Cars, 52' 6" interior length, 263 GRL

**CAR NUMBERS:**

NOKL 310581	NOKL 310974	NOKL 311214	NOKL 316067
NOKL 310602	NOKL 310987	NOKL 311226	NOKL 316068
NOKL 310636	NOKL 311001	NOKL 311234	NOKL 316069
NOKL 310649	NOKL 311002	NOKL 311235	NOKL 316080
NOKL 310665	NOKL 311020	NOKL 311238	NOKL 316082
NOKL 310806	NOKL 311023	NOKL 311241	NOKL 316086
NOKL 310815	NOKL 311027	NOKL 311245	NOKL 316087
NOKL 310820	NOKL 311034	NOKL 311254	NOKL 316088
NOKL 310836	NOKL 311061	NOKL 311255	NOKL 316089
NOKL 310843	NOKL 311064	NOKL 311259	NOKL 316095
NOKL 310852	NOKL 311066	NOKL 311260	NOKL 316096
NOKL 310853	NOKL 311076	NOKL 311261	NOKL 316116
NOKL 310860	NOKL 311080	NOKL 311264	NOKL 316117
NOKL 310867	NOKL 311088	NOKL 311297	NOKL 316118
NOKL 310871	NOKL 311099	NOKL 311298	NOKL 316119
NOKL 310872	NOKL 311106	NOKL 315837	NOKL 316123
NOKL 310875	NOKL 311124	NOKL 315842	NOKL 316156
NOKL 310880	NOKL 311132	NOKL 316000	NOKL 316159
NOKL 310881	NOKL 311137	NOKL 316004	NOKL 316167
NOKL 310887	NOKL 311146	NOKL 316005	NOKL 316174
NOKL 310894	NOKL 311147	NOKL 316008	NOKL 316187
NOKL 310902	NOKL 311155	NOKL 316010	NOKL 316190
NOKL 310905	NOKL 311156	NOKL 316012	NOKL 316214
NOKL 310907	NOKL 311160	NOKL 316030	NOKL 316215
NOKL 310908	NOKL 311162	NOKL 316044	NOKL 316230
NOKL 310928	NOKL 311169	NOKL 316051	NOKL 316233
NOKL 310929	NOKL 311171	NOKL 316057	NOKL 316244
NOKL 310951	NOKL 311173	NOKL 316058	NOKL 320953
NOKL 310957	NOKL 311187	NOKL 316059	
NOKL 310959*	NOKL 311200	NOKL 316062	
NOKL 310961	NOKL 311209	NOKL 316065	

\* Destroyed car